

EXHIBIT 3

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II Basic Plan Information —enter all requested information		
1a Name of plan M&T BANK CORPORATION RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶	004
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) MANUFACTURERS AND TRADERS TRUST CO. ONE M AND T PLAZA, 11TH FLOOR BUFFALO, NY 14203-2301	1c Effective date of plan 04/01/1986	2b Employer Identification Number (EIN) 16-0538020
	2c Sponsor's telephone number 716-842-4456	2d Business code (see instructions) 525920

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2011	ANN MARIE ODROBINA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2011	ANN MARIE ODROBINA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") M&T EMPLOYEE BENEFIT PLAN COMMITTEE ONE M AND T PLAZA, 11TH FLOOR BUFFALO, NY 14203-2301	3b Administrator's EIN 16-0538020 3c Administrator's telephone number 716-842-4456
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	18351
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 13240
b Retired or separated participants receiving benefits.....	6b 6
c Other retired or separated participants entitled to future benefits.....	6c 4131
d Subtotal. Add lines 6a , 6b , and 6c	6d 17377
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 21
f Total. Add lines 6d and 6e	6f 17398
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 15579
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 807

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2I 2J 2K 2O 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information - Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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M&T BANK CORPORATION RETIREMENT SAVINGS PLAN
Notes to Financial Statements, continued

3. Fair value measurements, continued

The valuation methodologies described in note 2 under the caption "Investment valuation and income recognition" may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Administrative Committee believes the Plan's valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the end of the Plan year.

The following tables present the Plan's investments measured at estimated fair value on a recurring basis:

	At December 31, 2010			Total
	Level 1	Level 2	Level 3	
M&T Bank Corporation common stock	\$ 275,917,075	-	-	275,917,075
Mutual funds				
Large Cap	182,973,768	-	-	182,973,768
Mid Cap	82,489,329	-	-	82,489,329
Small Cap	72,841,496	-	-	72,841,496
International	84,753,986	-	-	84,753,986
Asset allocation	239,283,042	-	-	239,283,042
Corporate bonds	57,999,819	-	-	57,999,819
Government bonds	32,029,584	-	-	32,029,584
Money market	84,394,849	-	-	84,394,849
	<u>836,765,873</u>	<u>-</u>	<u>-</u>	<u>836,765,873</u>
Total investments measured at fair value	<u>\$1,112,682,948</u>	<u>-</u>	<u>-</u>	<u>1,112,682,948</u>

	At December 31, 2009			Total
	Level 1	Level 2	Level 3	
M&T Bank Corporation common stock	\$213,859,293	-	-	213,859,293
Mutual funds				
Large Cap	154,808,957	-	-	154,808,957
Mid Cap	63,213,962	-	-	63,213,962
Small Cap	56,186,326	-	-	56,186,326
International	74,260,537	-	-	74,260,537
Asset allocation	199,045,216	-	-	199,045,216
Corporate bonds	46,009,895	-	-	46,009,895
Government bonds	29,026,477	-	-	29,026,477
Money market	85,694,352	-	-	85,694,352
	<u>708,245,722</u>	<u>-</u>	<u>-</u>	<u>708,245,722</u>
Common trust fund stable value	<u>773,190</u>	<u>6,081,967</u>	<u>48,324</u>	<u>6,903,481</u>
Total investments measured at fair value	<u>\$922,878,205</u>	<u>6,081,967</u>	<u>48,324</u>	<u>929,008,496</u>

There were no transfers between levels of the fair value hierarchy during 2010 or 2009. The changes in Level 3 investments measured at estimated fair value on a recurring basis during the Plan year ended December 31, 2010 were as follows:

Balance - January 1, 2010	\$ 48,324
Common trust fund transfers, sales and purchases, net	(48,324)
Balance - December 31, 2010	<u>\$ -</u>